

RECORDATION NO. 24647 FILED

OCT 09 '03

4-3 3PM

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

October 9, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Schedule #1 to Full Service Master Lease Agreement, dated September 5, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation
3 Professional Park Drive, Suite B
Maryville, IL 62062

Lessee: The Mercer Company
200 Steward Avenue
Sharon, PA 16146

A description of the railroad equipment covered by the enclosed document is:

12 gondola railcars: MWCX 100348 – MWCX 100359

Mr. Vernon A. Williams
October 9, 2003
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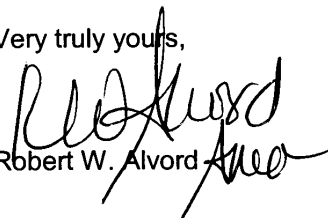
A short summary of the document to appear in the index follows:

Memorandum of Schedule #1 to Full Service Master Lease Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 24647 FILED

OCT 09 '03

4-38PM

SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

THE MERCER COMPANY

as Lessee

MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of September 5, 2003, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and THE MERCER COMPANY, a Pennsylvania Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 dated September 5, 2003 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of September 5, 2003 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #1.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #1 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 

Richard M. Murphy
President & CEO

THE MERCER COMPANY

By: 

Name:

Title:

C.O.O.

STATE OF MN, CITY OF Elk River, TO WIT:

On this 22 day of Sept, 2003 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on Sept 22, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

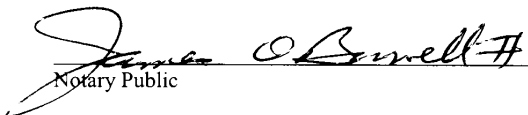
Notary Public

My commission expires: 1-31-06



STATE OF Pennsylvania, CITY OF Sharon, TO WIT:

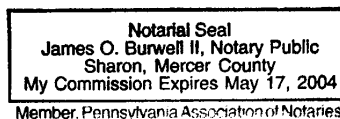
On this 25 day of Sept, 2003 before me appeared, Fred Knox, to me personally known, who being by me duly sworn, says that he is a C.O.O., of THE MERCER COMPANY, a Pennsylvania Corporation, that said instrument was signed and sealed on Sept 25, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

Notary Public

My commission expires:



DESCRIPTION OF RAILCARS

Twelve (12) Thrall-built, 4000 c.f., 100-ton flat bottom gondolas with 263,000 lb GRL; AAR Car Type Code J301 with the reporting following marks:

MWCX 100348 – MWCX 100359, inclusive